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July 6, 1998

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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*****78.75 *****78.75

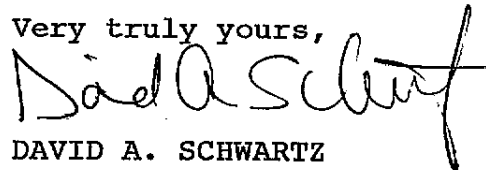
Re: TOTAL VISION CARE, P.A.
Articles of Incorporation

Gentlemen:

I herewith enclose two (2) originally executed sets of Articles of Incorporation for the following Florida professional association: **TOTAL VISION CARE, P.A.** Please file same with the Florida Secretary of State's office immediately upon your receipt of these Articles, and return a stamped original to me by regular mail as proof of filing, as well as a Certificate of Status.

I enclose my check number 1849 in the amount of \$78.75 in full payment of the requisite incorporation and certificate of status fee. Thank you for your assistance in this matter.

Very truly yours,



DAVID A. SCHWARTZ
Attorney at Law

DAS:ch
Enclosure as indicated

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 JUL - 8 AM 10:53

FILED

9/12-9-98

ARTICLES OF INCORPORATION
OF
TOTAL VISION CARE, P.A.

FILED
98 JUL -8 AM 10:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.
CORPORATE NAME AND ADDRESS

The name of this Corporation shall be:

TOTAL VISION CARE, P.A.

and its principal place of business shall be 18610 N.W. 67th Avenue, Miami, Florida 33015.

ARTICLE II.

NATURE OF CORPORATE BUSINESS

This Corporation, through its Officers and Employees shall be authorized to engage in every aspect and phase of the practice of optometry within the State of Florida; to engage in any activities which will facilitate and promote the practice of optometry through its Officers and Employees; and to invest and reinvest its funds in real estate, mortgages, stocks, bonds and any other type of investments within the meaning of Section 621.08 of the Professional Service Corporation Act; and to purchase and own real and personal property necessary for the rendering of professional services within the practice of optometry. This Corporation shall not be authorized to engage in any business other than the practice of optometry.

ARTICLE III.

CAPITAL STOCK

This Corporation is authorized to issue a maximum of One Thousand (1,000) shares of stock. The shares of stock authorized shall be common stock having a par value of One Dollar (\$1.00) per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE IV.

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

David A. Schwartz, Esquire
8181 W. Broward Blvd., Suite 204
Plantation, Florida 33324

ARTICLE V.

BOARD OF DIRECTORS

The number of Directors of this Corporation shall be one (1). The number of Directors may be altered from time to time by By-Laws adopted by the Stockholders. However, the Corporation shall have no less than one (1) Director at any time.

ARTICLE VI.

INCORPORATOR

The name and post office address of the Incorporator executing these Articles of Incorporation is as follows:

MICHELLE TROTMAN, O.D.

18610 N.W. 67th Avenue
Miami, Florida 33015

ARTICLE VII.

INCORPORATION OF PROVISIONS OF
PROFESSIONAL SERVICE CORPORATION ACT

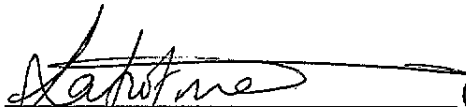
This Corporation is intended to be a Professional Corporation within the meaning of the Professional Service Corporation Act, and accordingly, the Corporation, its Officers, Directors and Stockholders, shall be subject to all of the Sections of said Act concerning the formation of the Corporation, the conduct of its business, and the liabilities, rights, privileges and immunities of the Corporation, its Officers, Directors and Stockholders, as stated in Chapter 621, Florida Statutes.

ARTICLE VIII.

COMMENCEMENT DATE

Corporate existence will commence on the date of filing of these Articles.

THE UNDERSIGNED Incorporator, for the purpose of forming a Professional Corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated are true.



MICHELLE TROTMAN, O.D. (SEAL)

STATE OF FLORIDA)
) SS.:
COUNTY OF BROWARD)

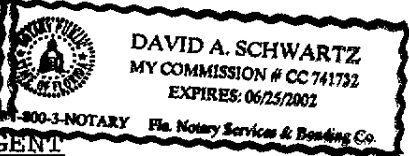
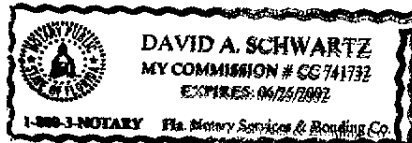
BE IT REMEMBERED that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared MICHELLE TROTMAN, O.D., to me known to be the person described as the Incorporator in the foregoing Articles of Incorporation, and she acknowledged before me that she executed said Articles of Incorporation.

WITNESS my hand and official seal at Plantation, said County and State, this 3rd day of July, 1998.

David A. Schwartz
NOTARY PUBLIC STATE OF FLORIDA
AT LARGE
David A. Schwartz

Personally Known OR Produced Identification
Type of Identification Produced FLA DRIVERS License
Did not take oath

My Commission Expires:



ACKNOWLEDGEMENT BY REGISTERED AGENT

The undersigned, David A. Schwartz, Esquire, hereby accepts the foregoing designation as initial Registered Agent and agrees to comply with the provisions of law applicable to said designation.

David A. Schwartz
DAVID A. SCHWARTZ, ESQUIRE as
Registered Agent

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA